

facts were available to them. Such material misrepresentations and/or omissions were committed knowingly or recklessly and for the purpose and effect of artificially inflating the price of Keyuan's securities.

78. These actions could not have been a good faith exercise of prudent business judgment to protect and promote the Company's corporate interests.

79. As a direct and proximate result of the Individual Defendants' failure to perform their fiduciary obligations, Keyuan has sustained significant damages. As a result of the misconduct alleged herein, the Individual Defendants are liable to the Company.

80. Plaintiff, on behalf of Keyuan, has no adequate remedy at law.

SECOND CAUSE OF ACTION

Against Individual Defendants for Abuse of Control

81. Plaintiff incorporates by reference and realleges each and every allegation set forth above as if set forth fully herein.

82. The Individuals Defendants' misconduct alleged herein constituted an abuse of their ability to control and influence Keyuan, for which they are legally responsible.

83. As a direct and proximate result of the Individual Defendants' abuse of control, Keyuan has sustained significant damages.

84. As a result of the misconduct alleged herein, the Individual Defendants are liable to the Company.

85. Plaintiff, on behalf of Keyuan, has no adequate remedy at law.

THIRD CAUSE OF ACTION

Against Individual Defendants for Gross Mismanagement

86. Plaintiff incorporates by reference and realleges each and every allegation set forth above as if set forth fully herein.

87. By their actions alleged herein, the Individual Defendants, either directly or through aiding and abetting, abandoned and abdicated their responsibilities and fiduciary duties with regard to prudently managing the assets and business of Keyuan in a manner consistent with the operations of a publicly held corporation.

88. As direct and proximate result of the Individual Defendants' gross mismanagement and breaches of duty alleged herein, Keyuan has sustained significant damages in excess of millions of dollars.

89. Plaintiff, on behalf of Keyuan, has no adequate remedy at law.

FOURTH CAUSE OF ACTION

Against Individual Defendants for Unjust Enrichment

90. Plaintiff incorporates by reference and realleges each and every allegation set forth above as if set forth fully herein.

91. By their wrongful acts and omission, the Individual Defendants were unjustly enriched at the expense of and to the detriment of Keyuan.

92. Plaintiff, as shareholder and representative of Keyuan, seeks restitution from the Individual Defendants, and seeks an order from this Court disgorging all profits, benefits and other compensation obtained by the Individual Defendants, from their wrongful conduct and fiduciary breaches.

PRAYER FOR RELIEF

WHEREFORE Plaintiff demands judgment and preliminary and permanent relief, including preliminary and permanent injunctive relief, in his favor and in favor of the Company, as appropriate, against all of the Individual Defendants and Keyuan as follows:

- (a) Authorizing the maintenance of this action as a derivative action, with Plaintiff as derivative plaintiff;
- (b) Declaring that the Individual Defendants and Keyuan have violated their fiduciary duties to the Company;
- (c) Awarding compensatory damages against Individual Defendants individually and severally in an amount to be determined at trial, together with pre-judgment and post-judgment interest at the maximum rate allowable by law;
- (d) Awarding Plaintiff the costs and disbursements of this action, including reasonable allowances for Plaintiff's attorneys' and experts' fees and expenses; and
- (e) Granting such other or further relief as may be just and proper under the circumstances.


JURY TRIAL DEMANDED

Plaintiff hereby demands a trial by jury.

Dated: February 11, 2014

Respectfully submitted,

THE BROWN LAW FIRM



Timothy W. Brown, Esq. (TB 1008)
Email: timbrown108@gmail.com

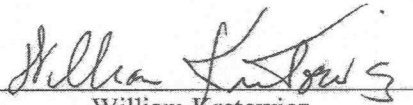
127A Cove Road
Oyster Bay Cove, NY 11771
Phone: (516) 922-5427

Counsel for Plaintiff

VERIFICATION

I, William Kretowicz, am the plaintiff in the within action and am a citizen of the State of Massachusetts. I have read the foregoing complaint and know the contents thereof. The allegations of the complaint are true of my personal knowledge, except as to the matters therein stated to be alleged on information and belief, and as to those matters I believe them to be true.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed this 11 day of February 2014.


William Kretowicz